

**EXHIBIT A**

**ACKNOWLEDGEMENT AND CONSENT**

**OF**

**PREMERA**

**CONSENT OF MEMBER**  
**IN LIEU OF SPECIAL MEETING**  
**OF**  
**PREMERA BLUE CROSS**

PREMERA, a Washington nonprofit miscellaneous corporation formed under the Revised Code of Washington (the "RCW") Chapter 24.06 (the "Member"), being the sole voting member of Premera Blue Cross, a Washington nonprofit corporation formed under RCW Chapter 24.03 (the "Corporation"), takes the following actions without a meeting:

WHEREAS, the Board of Directors of the Corporation believes it to be in the Corporation's best interests that the Corporation adopt the Plan of Reorganization attached hereto as ***Exhibit A***, in accordance with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, that it adopt the Plan of Distribution, attached hereto as ***Exhibit B***, and that the Corporation be dissolved; and

WHEREAS, pursuant to such Plan of Distribution, the Corporation's assets on dissolution will be transferred to the Member; and

WHEREAS, such liquidation distributions are subject to the provisions applicable to dissolution distributions governed by RCW 24.03.225; and

WHEREAS, the Board of Directors has determined that distribution of the Corporation's assets upon dissolution to the Member is conditioned upon the Member acknowledging and confirming such restrictions; and

WHEREAS, the transactions provided for in the Plan of Reorganization and the Plan of Distribution have received all required governmental approvals; it is hereby

RESOLVED: That the Member hereby authorizes the execution, delivery and performance of its obligations under the Acknowledgement and Consent, attached hereto as ***Exhibit C***;

RESOLVED: That the Member hereby adopts the Plan of Reorganization, attached hereto as ***Exhibit A***; and it is

RESOLVED FURTHER: That the Member hereby decides to voluntarily dissolve the Corporation pursuant to RCW 24.03.220; and it is

RESOLVED FURTHER: That pursuant to RCW 24.03.225 and RCW 24.03.230, the Plan of Distribution, attached hereto as ***Exhibit B***, which has been approved by the Board of Directors, is hereby adopted by the Member; and it is

RESOLVED FURTHER: That the officers of the Corporation, or any one of them, are hereby authorized and directed to obtain a tax clearance certificate from the Washington Department of Revenue and execute and file Articles of Dissolution, in the form attached hereto as ***Exhibit D***, with the Secretary of State of the State of Washington; and it is

RESOLVED FURTHER: That the officers of the Corporation, or any one of them, are hereby authorized to execute and deliver any documents and to take any other actions as may be necessary and proper to effectuate the intent and purpose of these resolutions.

Dated this \_\_\_\_ day of \_\_\_\_\_, 200\_\_.

PREMERA

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**EXHIBIT A**  
**PLAN OF REORGANIZATION**  
**OF**  
**PREMERA BLUE CROSS**

Premera Blue Cross, a Washington nonprofit corporation formed under RCW Chapter 24.03 (the "Corporation"), hereby adopts the following plan of reorganization in accordance with Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, to change its form of organization to become a Washington corporation under RCW Chapter 23B:

1. Pursuant to the Transfer of Assets Agreements attached hereto, the Corporation will (a) undertake the contribution of (all of the assets and liabilities listed on Schedule 1 to Premera Blue Cross Blue Shield of Alaska, an Alaska corporation formed under Chapter 10.06 of the Alaska Statutes, in exchange for all of the issued and outstanding stock of Premera Blue Cross Blue Shield of Alaska; and then (b) undertake the contribution of all of the Corporation's assets and liabilities, including the stock of Premera of Blue Cross Blue Shield of Alaska, to [New Premera Blue Cross Corp.], a Washington corporation formed under RCW Chapter 23B, in exchange for all of the issued and outstanding stock of [New Premera Blue Cross Corp.].
2. The Corporation will distribute 100% of its assets, including all the stock of [New Premera Blue Cross Corp.], to the Corporation's sole voting member, PREMERA, a Washington nonprofit miscellaneous corporation formed under RCW Chapter 24.06 and then liquidate and dissolve as soon as practical thereafter pursuant to the Articles of Dissolution attached hereto.

PREMERA BLUE CROSS

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**EXHIBIT B**  
**PLAN OF DISTRIBUTION**  
**OF**  
**PREMERA BLUE CROSS**

Pursuant to RCW 24.03.230, the following Plan of Distribution for Premera Blue Cross, a Washington nonprofit corporation formed under RCW Chapter 24.03 (the “Corporation”), shall indicate how the Corporation shall distribute its assets upon its voluntary dissolution:

The Corporation shall apply and distribute the assets of the Corporation as follows:

1. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor; provided that, the prior assumption of liabilities by Premera Blue Cross Blue Shield of Alaska, an Alaska corporation, and [New Premera Blue Cross Corp.], a Washington corporation, in connection with transfers of the Corporation’s assets in exchange for stock of the respective entities, pursuant to the terms of the Transfer of Assets Agreements attached hereto, shall be deemed adequate provision for such liabilities;
2. Once all liabilities and obligations have been paid or adequately provided for, the Corporation’s remaining assets shall be transferred and conveyed to its sole voting member, PREMERA, a Washington nonprofit miscellaneous corporation formed under RCW Chapter 24.06.

PREMERA BLUE CROSS

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**EXHIBIT C**  
**ACKNOWLEDGEMENT AND CONSENT**  
**OF**  
**PREMERA**

PREMERA, a Washington nonprofit miscellaneous corporation formed under RCW Chapter 24.06 and sole voting member of Premera Blue Cross, a Washington nonprofit corporation formed under RCW Chapter 24.03, and transferee of Premera Blue Cross's remaining assets on Premera Blue Cross's dissolution, acknowledges and confirms that:

1. PREMERA takes such transferred assets subject to the limitations applicable to dissolution distributions governed by RCW 24.03.225; and
2. Prior to any subsequent transfer of such assets, PREMERA will obtain from the transferee a similar acknowledgement and confirmation of such restrictions on the use and application of such assets.

PREMERA

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**EXHIBIT D**  
**ARTICLES OF DISSOLUTION**  
**OF**  
**PREMERA BLUE CROSS**

Pursuant to RCW 24.03.240, the following Articles of Dissolution are submitted for filing:

1. The name of the corporation is Premera Blue Cross (the "Corporation").
2. The sole voting member of the Corporation adopted a resolution to dissolve the Corporation by written consent on or \_\_\_\_\_, 200\_\_.
3. All debts, obligations and liabilities of the Corporation have been paid and discharged, or adequate provision has been made therefor.
4. All remaining property and assets of the Corporation have been transferred, conveyed or distributed in accordance with RCW 24.03.225.
5. With respect to any suits pending against the Corporation in any court, adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the Corporation.
6. A copy of the Department of Revenue Tax Clearance Certificate, issued on \_\_\_\_\_, 200\_\_, is attached hereto.

Dated \_\_\_\_\_, 200\_\_.

PREMERA BLUE CROSS

By: \_\_\_\_\_  
Its: \_\_\_\_\_

## **SCHEDULE 1**

### **ASSETS**

In connection with Premera of Alaska's certificate of authority application with the State of Alaska, cash and investment securities (that will be identified) determined to be necessary to comply with the applicable minimum capital, surplus and risk based capital requirements imposed by the State of Alaska's Insurance Code.



## **SCHEDULE 2**

### **ASSUMED LIABILITIES**

The Assumed Liabilities shall include such liabilities arising from subscriber and provider contracts issued or entered into by Premera Blue Cross with Alaska-based subscribers and providers and which remain in effect as of the Closing Date hereof.